

DECLARATION AND PETITION

As a below named inventor, I hereby declare: that my residence, post office address, and citizenship are as stated below next to my name; that I verily believe I am the original, first, and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled PUNCH AND SETTING TOOL AND METHOD OF SECURING SCRAPBOOK MEDIA, the specification of which is attached hereto, or which was filed on 8-21-03 as THORPE NORTH & WESTERN L.L.P. Docket No. 20878.NP, and given United States Application No. _____, and was amended on _____ (if applicable); that the subject matter of the attached amendment or amendment filed on _____ was part of my or our invention and was invented before the filing date of the original application, above identified for such invention; that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment specifically referred to above; and that I acknowledge the duty to disclose information which is material to patentability as defined in § 1.56(a) of Title 37 of the Code of Federal Regulations.

I hereby claim the benefit of the earlier filed U.S. Provisional Patent Application No. 60/423,257 filed on October 31, 2002; and, insofar as the subject matter of each of the claims of these applications is not disclosed in the earlier filed pending applications in the manner provided by the first paragraph of Section 112 of Title 35 of the United States code, I acknowledge the duty to disclose material information, as defined in Section 1.56(a) of Title 37 of the Code of Federal Regulations, which occurred between the filing date of the earlier filed applications and the filing date of this application.

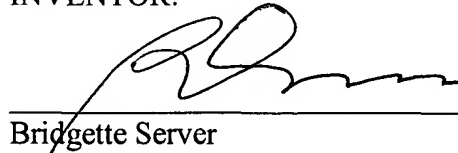
I declare further that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful, false statements and the like so made are

punishable by fine or imprisonment, or both, under § 1001 of Title 18 of the United States Code, and that such willful, false statements may jeopardize the validity of the application or any patent issuing thereon.

Wherefore, I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, declaration, and this petition.

Signed at 12:00 pm, _____, this 7 day of August,
2003.

INVENTOR:



Residence: (City, State):

Citizenship:

Post Office Address:

Bridgette Server
Centerville, Utah
United States of America
1168 West 500 North
Centerville, Utah 84014

POWER OF ATTORNEY

Making Memories Wholesale, Inc., a corporation, organized and existing under the laws of the State of Utah, having a business address of 1168 West 500 North, Centerville, Utah 84014, owner of all right, title and interest in the invention entitled PUNCH AND SETTING TOOL AND METHOD OF SECURING SCRAPBOOK MEDIA for which an application for United States Letters patent is being filed concurrently herewith OR which was filed on 8-21-03 as THORPE NORTH & WESTERN, LLP Docket No. 20878.NP, and given U.S. Patent Application Serial No. _____, and empowered to prosecute the U.S. and foreign applications on behalf of the inventors, hereby appoint as its attorneys and/or patent agents the law firm of THORPE NORTH & WESTERN, LLP, having a business address of 8180 South 700 East, Suite 200, Sandy, Utah 84070, and VAUGHN W. NORTH, Registration No. 27,930; M. WAYNE WESTERN, Registration No. 22,788; CLIFTON W. THOMPSON, Registration No. 36,947; GARRON M. HOBSON, Registration No. 41,073; PETER M. DE JONGE, Registration No. 47,521; WEILI CHENG, Registration No. 44,609; DAVID R. MCKINNEY, Registration No. 42,868; STEVE M. PERRY, Registration No. 45,357; GARY P. OAKESON, Registration No. 44,266; DAVID W. OSBORNE, Registration No. 44,989; JASON R. JONES, Registration No. 51,008; ERIK S. ERICKSEN, Registration No. 48,954; DAVID L. STOTT, Registration No. 43,937; and PAUL C. OESTREICH, Registration No. 44,983; all with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

All correspondence concerning this application should be directed to:

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Facsimile: (801) 566-0750**

Dated this 5th day of August 2003 at Centerville, Utah.

Making Memories Wholesale, Inc.

By

A handwritten signature in black ink, appearing to read 'D. Hansen', written over a horizontal line.

Danny V. Hansen
President